

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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STIPULATION AND AGREED ORDER GOVERNING
FILING OF PROOFS OF CLAIM FOR CERTAIN EXECUTIVES

WHEREAS, on October 8, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended;

WHEREAS, on March 17, 2006, the Debtors filed their Motion For Order Under 11 U.S.C. §§ 107(b), 501, 502, And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 2866) (the "Bar Date Motion");

WHEREAS, on April 12, 2006, this Court entered the Order Under 11 U.S.C. §§ 107(b), 501, 502, And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 3206) (the "Bar Date Order");

WHEREAS, pursuant to the Bar Date Order, all persons and entities holding or wishing to assert claims (as such term is defined in 11 U.S.C. § 101(5)) against the Debtors (collectively, the "Claims") shall file a separate, completed, and executed proof of claim form on or before 5:00 p.m., Eastern Standard Time on July 31, 2006;

WHEREAS, the procedures for filing a proof of claim (a "Proof of Claim") outlined in the Bar Date Order require that the Proof of Claim must be signed;

WHEREAS, Pepper Hamilton LLP is in the process of being retained by certain of the executives listed on Exhibit A hereto (the "Executives");

WHEREAS, this Stipulation and Agreed Order is entered into and submitted to the Court in accordance with the agreement of counsel for the Debtors, on the one hand, and counsel to such Executives, on the other hand, with respect to Proofs of Claim to be filed on behalf of the Executives;

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Counsel to the Executives shall be, and hereby is, authorized to sign and submit, as counsel for each individual Executive listed on Exhibit A, the individual Executive's Proof of Claim.

2. Nothing in this Stipulation and Agreed Order will be deemed to extend the bar date for filing the Executives' Proofs of Claim.

3. Nothing in this Stipulation and Agreed Order will prejudice the Debtors' right to (a) dispute, or assert offsets or defenses against, any filed Claim or any Claim listed or reflected in the Debtors' schedules of assets and liabilities as to nature, amount, liability,

classification, or otherwise, or (b) subsequently designate any Claim as disputed, contingent, or unliquidated.

4. Nothing in this Stipulation shall preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

5. This court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York
July 21, 2006

/s/Robert D. Drain
Honorable Robert D.
United States Bankru

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti
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and Debtors and Debtors-in-Possession

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Counsel for the Executives

Exhibit A

Executives Represented by Pepper Hamilton LLP

John P. Arle
James A. Bertrand
Kevin M. Butler
Choon T. Chon
Michael P. Gannon
Guy Hachey
Karen L. Healy
Mark C. Lorenz
Rodney O'Neal
Francisco A. Ordonez
Jeffrey J. Owens
Ronald Pirtle
Ronald M. Pogue
Robert J. Remenar
F. Timothy Richards
Robert Schueler, Jr.
James A. Spencer
Dale R. Stelmach
Bette M. Walker
Mark Weber
James P. Whitson